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16575
REGISTRATION NO. _____ FILED 16575

OCT 16 1989 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

9-289A006

October 16, 1989

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of August 2, 1989, between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: Kansas City Southern Railway
Kansas City, MO

The equipment involved in this transactions is listed on Annex A to the agreement.

Please record this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Oct 17 10 29 AM '89

Mary Ann Oster
Christy

OCT 16 1989 -10 25 AM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment (Ballast Cars), dated as of August 2, 1989 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of Ballast Cars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 5th day of October 1989.

LESSOR

HELM FINANCIAL CORPORATION

ATTEST:

John Helms
Title: VP - Finance

By: William M. Peterson
Title: Executive Vice President

LESSEE

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

ATTEST:

Albert Maurer
Title: Vice President & Secretary

By: ARP
Title: Vice President - Administration

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of August 2, 1989

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
Ballast cars	110	KCS 210005 210013 210021 210030 210048 210056 210064 210072 210081 210099 210102 210111 210129 210137 210145 210153 210161 210170 210188 210196 210200 210218 210226 210234 210242 210251 210269 210277 210285 210293 210307 210315 210323 210331 210340 210358 210366 210374

ANNEX A (continued)

to

Memorandum of Lease of Railroad Equipment

Dated as of August 2, 1989

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
Ballast cars	110	KCS 210382 210391 210404 210412 210421 210439 210447 210455 210463 210471 210480 210498 210501 210510 210528 210536 210544 210552 210561 210579 210587 210595 210609 210617 210625 210641 210650 210668 210676 210684 210692 210706 210714 210722 210731 210749 210757 210765

ANNEX A (continued)

to

Memorandum of Lease of Railroad Equipment

Dated as of August 2, 1989

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
Ballast cars	110	KCS 210773 210781 210790 210803 210811 210820 210838 210846 210854 210862 210871 210889 210897 210901 210919 210927 210935 210943 210951 210960 210978 210986 210994 211001 211010 211028 211036 211044 211052 211061 211079 211087 211095 211109

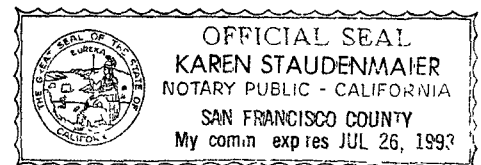
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 5th day of October, 1989, before me personally appeared William M. Peterson to me personally known, who, being by me duly sworn, says that he is Executive VP of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires:

July 26, 1993



[Notarial Seal]

STATE OF MISSOURI)
) S
COUNTY OF JACKSON)

On this 20th day of September, 1989, before me personally appeared L. R. Parsons, to me personally known, who, being by me duly sworn, says that he is Vice President of The Kansas City Southern Railway Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Irene Paulhe
Notary Public

My Commission Expires:

IRENE PAULHE
Notary Public - State of Missouri
Commissioned in Platte County
My Commission Expires March 22, 1991

[Notarial Seal]

Interstate Commerce Commission
Washington, D.C. 20423

10/16/89

OFFICE OF THE SECRETARY

Mary A. Oster
Oster Researching Services
12897 Colonial Dr.
Mt Airy, MD. 21771

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/16/89 at 10:25am and assigned recordation number(s). 16575 & 16576

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)